

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
BARNEYS NEW YORK, INC., <i>et al.</i> , ¹)	Case No. 19-36300 (CGM)
)	
Debtors.)	(Jointly Administered)
)	

**ORDER AUTHORIZING SECOND AMENDMENT TO FINAL
ORDER PURSUANT TO 11 U.S.C. §§ 105, 361, 362, 363, 364, AND 507 AND FED. R.
BANKR. P. 2002, 4001 AND 9014 (I) AUTHORIZING DEBTORS AND DEBTORS IN
POSSESSION TO OBTAIN POST-PETITION FINANCING, (II) GRANTING LIENS AND
SUPER-PRIORITY CLAIMS, (III) AUTHORIZING PAYMENT OF PREPETITION SECURED
OBLIGATIONS, (IV) GRANTING ADEQUATE PROTECTION TO PREPETITION SECURED
PARTIES, (V) MODIFYING THE AUTOMATIC STAY, (VI) SCHEDULING A FINAL
HEARING, AND (VII) GRANTING RELATED RELIEF**

The Final DIP Order² is hereby further amended as follows:

1. Paragraph 66(e) of the Final DIP Order shall be amended as follows:

... (b) the failure of any Loan Party to comply with the September 25 Milestone or the October 24, 2019 Milestone under Section 14(h)(6), or (c) the failure of any Loan Party to obtain, on or before September 25, 2019 at 11:59 p.m. prevailing eastern time, approval of the DIP Agent or DIP Lenders of a revised budget as provided in Schedule 13(c) of the DIP Credit Agreement, or, as a consequence of such failure, the failure or inability of any Loan Party to comply with Section 14(g) of the DIP Credit Agreement, each Loan Party shall assist the Agent in effecting a sale or other disposition of the Collateral upon such terms as are designed to maximize the proceeds obtainable from such sale or other disposition, and the Loan Parties shall immediately commence all liquidation processes in the manner contemplated by the Store Closure Motion; *provided* that, solely with respect to the September 25 Milestone or subclause (c) above, such obligations to assist with the disposition of the Collateral (x) shall arise automatically without the need for service of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Barneys New York, Inc. (1818); Barney's Inc. (2980); BNY Catering, Inc. (4434); BNY Licensing Corp. (4177); and Barneys Asia Co. LLC (0819). The location of the Debtors' service address is 575 Fifth Avenue, New York, New York 10017.

² The Final DIP Order refers to the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Post-Petition Financing, (II) Granting Liens and Super-Priority Claims, (III) Authorizing Payment of Prepetition Secured Obligations, (IV) Granting Adequate Protection to Prepetition Secured Parties, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief* [Docket No. 222]. Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Final DIP Order.

any DIP Remedies Notice and (y) shall not arise until **October 3, 2019 at 5:00 p.m.** prevailing eastern time; ***provided, further that the DIP Parties, in their reasonable discretion and in consultation with the Debtors and the Committee, may further extend the October 3rd deadline set forth in the preceding proviso.*** (new language emphasized)

2. All other terms of the Final DIP Order remain unchanged.

3. This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of the Final DIP Order and this Second Order Amending Final DIP Order.

Dated: October 3, 2019
Poughkeepsie, New York



/s/ Cecelia G. Morris

Hon. Cecelia G. Morris
Chief U.S. Bankruptcy Judge